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Teddy M. Kapur (CA Bar No. 242486)
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Proposed Counsel for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

In re:

Case No. 15-53931 MEH

HOMEJOY (Assignment for the Benefit of Creditors), LLC,

Debtor.

Chapter 11

**APPLICATION OF THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS FOR ORDER APPROVING
EMPLOYMENT OF PACHULSKI STANG
ZIEHL & JONES LLP AS COUNSEL TO
THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS**

[No Hearing Required]

The Official Committee of Unsecured Creditors (the “Committee”) of HOMEJOY (Assignment for the Benefit of Creditors), LLC (the “Debtor”) hereby submits this application (the “Application”) to employ Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as its counsel, effective as of February 22, 2016, which is the date on which the Firm commenced providing services for the Committee.

I.

JURISDICTION & VENUE

This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief sought herein is section 1103 of Title 11 of the United States Code (the “Bankruptcy Code”).

II.

BACKGROUND

On December 15, 2015 (the “Petition Date”), the Debtor commenced its bankruptcy case by filing a voluntary petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of California, San Jose Division (the “Court”).

On February 1, 2016, the Office of the United States Trustee appointed the Committee. The members of the Committee are: (i) Zerocater c/o Genevieve du Lac; (ii) Monroe Personnel Svc, LLC c/o Debra Mugnani; (iii) TaskUs c/o Amy Johnson; and (iv) Vilma Zenelaj c/o Byron Goldstein, Borgen, Dardarian & Ho.

The Debtor is a debtor in possession and no trustee or examiner has been appointed.

On February 22, 2016, the Committee selected PSZ&J as its counsel, subject to the approval of this Court.

III.

APPLICATION TO RETAIN AND EMPLOY PSZ&J

By this Application, pursuant to section 1103 of the Bankruptcy Code, the Committee seeks to employ PSZ&J as counsel to the Committee, effective as of February 22, 2016, to perform the legal services set forth herein.

Pursuant to section 1103(b) of the Bankruptcy Code, an attorney employed to represent the Committee may not, while employed by such committee, represent any other entity having an adverse interest in connection with this case. 11 U.S.C. § 1103(b). PSZ&J has advised the Committee that the Firm does not represent any other entity having an adverse interest in connection with the Debtor or this case.

The Committee has selected PSZ&J because of its extensive expertise and knowledge in the area of chapter 11 insolvency and business reorganizations. PSZ&J has served as counsel to unsecured creditors' committees in various chapter 11 cases. In addition, PSZ&J has served as general bankruptcy counsel to a wide range of debtors. The Firm also has extensive experience representing trustees, individual creditors, special interest committees, asset purchasers and investors in restructurings. Copies of the biographies of John D. Fiero, Maxim B. Litvak and Teddy M. Kapur

1 of PSZ&J, who are the attorneys with primary responsibility for the Committee's representation, are
2 attached hereto as Exhibit A. PSZ&J's depth of experience in the areas of insolvency, business
3 reorganizations, and debtor/creditor matters makes it highly qualified to represent the Committee.
4 Therefore, the Committee believes that PSZ&J's retention is in the best interest of the Debtor's
5 unsecured creditors.

6 Subject to further order of this Court, PSZ&J may be required to render the following
7 services to the Committee, among others:

- 8 • to assist, advise, and represent the Committee in its consultations with the Debtor and
9 other creditor constituencies or parties in interest regarding the administration of this
case;
- 10 • to assist, advise, and represent the Committee in analyzing the Debtor's assets and
11 liabilities, investigating the extent and validity of liens and participating in and
12 reviewing any proposed asset sales, other asset dispositions, financing arrangements
and cash collateral stipulations or proceedings;
- 13 • to assist, advise, and represent the Committee in its participation in the Debtor's
14 liquidation efforts and the sale of the Debtor's remaining assets;
- 15 • to assist, advise, and represent the Committee in any manner relevant to reviewing
16 and determining the Debtor's rights and obligations under unexpired leases and
executory contracts;
- 17 • to assist, advise, and represent the Committee in investigating the acts, conduct,
18 assets, liabilities and financial condition of the Debtor, the operation of the Debtor's
business, and any other matters relevant to this case or to the formulation of a plan;
- 19 • to assist, advise, and represent the Committee in its participation in the negotiation,
20 formulation and drafting of a plan of liquidation or reorganization or the dismissal of
the case;
- 21 • to assist, advise, and represent the Committee in the evaluation of claims and any
litigation matters;
- 22 • to provide advice to the Committee on the issues concerning the appointment of a
trustee or examiner under section 1104 of the Bankruptcy Code;
- 23 • to assist, advise and represent the Committee with respect to the Committee's
24 retention of professionals and advisors with respect to this case;
- 25 • to assist, advise, and represent the Committee in the performance of all of its duties
26 and powers under the Bankruptcy Code and the Bankruptcy Rules and in the
27

performance of such other services as are in the interests of those represented by the Committee; and

- to provide such other services to the Committee as may be necessary in this case.

Subject to the applicable provisions of the Bankruptcy Code, the Committee proposes that PSZ&J be paid by the Debtor on an hourly basis and be reimbursed by the Debtor according to its customary reimbursement policies, *provided, however*, that, with respect to its attorney timekeepers, PSZ&J has agreed in this case to charge the lower of: (x) their customary hourly rates; and (y) \$675 per hour for all attorney timekeepers. PSZ&J has represented to the Committee that Mr. Kapur is the attorney of the Firm currently expected to be principally responsible for this case, and his customary hourly rate is \$595. PSZ&J has advised the Committee that other Firm attorneys expected to provide services on a regular basis to the Committee in this case and their customary hourly rates are: John D. Fiero (\$825) and Maxim B. Litvak (\$825). The Committee has been told that the hourly rate for the paralegal assigned to this case is \$325.

In addition, the Firm has agreed with the Committee that the Firm will not seek compensation for travel time to or from the San Jose area, but the Firm will seek reimbursement of its expenses related to such travel.

The Firm has represented to the Committee and has stated in the *Declaration of Teddy M. Kapur in Support of Application of the Official Committee of Unsecured Creditors for Order Approving Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors*, filed concurrently herewith (the “Kapur Declaration”), the following:

- It will exercise continuous billing judgment throughout the engagement and will staff the case among other attorneys at the Firm in the most cost-efficient manner possible.
- It will not receive a retainer.
- It categorizes its billing into subject matter categories in compliance with applicable guidelines, including the *United States Bankruptcy Court Northern District of California Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees*. PSZ&J understands that its compensation in these cases is subject to the applicable provisions of the Bankruptcy Code.

To the best of the Committee's knowledge, based on representations in the Kapur Declaration, except as stated in the Kapur Declaration, PSZ&J is "disinterested" in that it has no

connection with the Debtor, its creditors, any other party in interest herein, their respective attorneys or professionals, the United States Trustee or any person employed in the Office of the United States Trustee. As stated more fully in the Kapur Declaration, PSZ&J does not hold, or represent any entity having, an adverse interest in connection with the Debtor or this case. PSZ&J does not employ any person who is related to a judge of this Court. Accordingly, PSZ&J is qualified to represent the Committee under section 1103 of the Bankruptcy Code.

While the Firm has undertaken, and continues to undertake, efforts to identify connections with the Debtor and other parties-in-interest, it is possible that connections with some parties-in-interest have not yet been identified. Should the Firm, through its continuing efforts, or as this case progresses, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

WHEREFORE, the Committee requests that this Court approve the employment of Pachulski Stang Ziehl & Jones LLP as counsel, effective as of February 22, 2016, to render services as described above with compensation to be paid as an administrative expense at such times and in such amounts as the Court may hereafter determine and allow under sections 507(a) and 503(b) of the Bankruptcy Code.

March 14, 2016

OFFICIAL COMMITTEE OF UNSECURED CREDITORS



By: Byron Goldstein
Its: Chairperson

Agreed to: March 16, 2016

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ Teddy M. Kapur
Teddy M. Kapur

*Proposed Attorneys for the Official Committee of
Unsecured Creditors*

EXHIBIT A



150 California Street
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San Francisco, CA
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John D. Fiero

Tel: 415.263.7000 | jfiero@pszjlaw.com

EDUCATION

University of Massachusetts
(B.A. 1985)

Hastings College of the Law,
University of California (J.D.,
cum laude, 1988)

BAR AND COURT ADMISSIONS

1988, California

Mr. Fiero serves as a co-chair of the firm's Committee Practice Group and maintains a national practice representing debtors, committees, acquirers, and other significant parties in interest in complex reorganizations and financially distressed situations, both in and out of court.

Mr. Fiero is a graduate of the University of Massachusetts at Amherst and received his J.D. from Hastings College of the Law, where he was associate note editor for the *Hastings Journal of Communications and Entertainment Law*.

Every year since 2004, he has been named a Super Lawyer by *San Francisco Magazine*. He is also credited for his "highly constructive approach" in *Chambers USA*'s list of leading bankruptcy and restructuring lawyers and has been named every year since 2013 for his work in bankruptcy and creditor-debtor rights law by Best Lawyers in America. Mr. Fiero is admitted to practice in California and is resident in our San Francisco office.

Representations

Chapter 11 debtors: NewZoom Inc. (San Francisco); Arlie & Co. (Eugene, Oregon); ManagedStorage International (Delaware); Heller Ehrman LLP (San Francisco); Tri Valley Growers (Oakland); Webvan (Delaware)

Creditors' committees: Rdio, Inc. (San Francisco); Deerfield Ranch Winery (Santa Rosa); Event Rentals (Delaware); BR Festivals (Santa Rosa); IntraOp Medical Corporation (San Jose); Orchard Supply Hardware (Delaware); Trident Microsystems (Delaware); Carinalli (Santa Rosa); Humboldt Creamery LLC (Santa Rosa); Pacific Lumber Company (Corpus Christi); The Billing Resource (San Jose); Prediwave Corporation (Oakland); Crescent Jewelers (Oakland); Northpoint Communications (San Francisco); Adesta Communications (Omaha); Western Integrated Networks (WinFirst) (Denver); Metricom (San Jose)

Professional Affiliations

Member, UC Hastings College of the Law Board of Trustees

Member, United States Bankruptcy Court for the Northern District of California Bench-Bar Liaison Committee (2006 - 2009)

Chair, American Bar Association Real Property Section Litigation and Dispute Resolution Committee (1998-2000)

Programs and Lectures

Bar Association of San Francisco, California Bankruptcy Forum, International Women's Insolvency & Restructuring Confederation, American Bar Association, American Bankruptcy Institute

Publications

Properly Structured Private Equity Fund Avoids Pension Withdrawal Liability
Pachulski Bulletin #11, December 2012

Creditor's Self-Interest Precludes Fee Reimbursement From the Estate
September 2012



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94111-4500

Maxim B. Litvak

Tel: 415.263.7000 | mlitvak@pszjlaw.com

EDUCATION

University of California (B.A. 1994)

Duke University School of Law (J.D. 1997)

BAR AND COURT ADMISSIONS

1997, Texas

2001, California

Mr. Litvak specializes in bankruptcy and restructuring matters. He has represented debtors, trustees, creditors, and creditors' committees in numerous bankruptcy cases and out-of-court restructurings. He has authored a number of papers on insolvency issues and has lectured at various seminars and bar association meetings. Mr. Litvak is a graduate of UC Berkeley and received his J.D. from Duke University. In 2014, he was named a "Northern California Super Lawyer" in a peer survey conducted by Law & Politics and the publishers of *San Francisco* magazine, an honor bestowed on only 5% of Northern California attorneys. He is admitted to practice in Texas and California, and speaks fluent Russian. Mr. Litvak is a resident in our San Francisco office.

Representations

Chapter 11 debtors including Digital Domain Media (Delaware); Solyndra LLC (Delaware), Pacific Energy (Delaware), Woodside Homes (Riverside), Nellson Nutraceutical (Delaware), Proxim Corporation (Delaware), Sydran Services (Oakland), Deltagen (San Francisco), General Magic (San Jose), and Quokka Sports (San Francisco)

Creditors' committees including Carinalli (Santa Rosa), Humboldt Creamery (Santa Rosa), Pacific Lumber (Corpus Christi), SeraCare (San Diego), At Home Corporation (San Francisco), and Software Logistics (Oakland)

Professional Affiliations

Member, Bench-Bar Liaison Committee of the Bankruptcy Court for the Northern District of California (2010-)

Turnaround Management Association, Northern California Chapter (Membership Committee, 2007-08; Secretary, 2004-07)

Programs and Lectures

Bar Association of San Francisco, American Bar Association, Turnaround Management Association

Publications

Coauthor with D. Grassgreen: *First Day Motions: A Guide to the Critical First Days of a Bankruptcy Case* (ABI 2d ed. 2006)

Author, "What Does an Insider Have to Do to Make a Buck? A Commentary on the Recent Revisions to Section 503 of the Bankruptcy Code Limiting the Approval of Retention, Severance and Other Bonus Compensation to Insiders," in *Bankruptcy Reform 2005* at 63 (LRP Publications 2005)

Author, "Retention and Compensation of Investment Bankers in Bankruptcy Cases," 23 *American Bankruptcy Institute Journal* 30 (April 2004)

Contributing editor, *Norton Bankruptcy Law & Practice* (2006 - 2010)



10100 Santa Monica Blvd.
13th Floor
Los Angeles, CA 90067-4003

EDUCATION

Rice University (B.A. *magna cum laude* 1999)

London School of Economics and Political Science (1997-98)

Harvard University (M.P.A. 2004)

New York University School of Law (J.D. 2004)

BAR AND COURT ADMISSIONS

Texas, 2004 (inactive)

California, 2006

CLERKSHIPS

W. Royal Furgeson (W.D. Texas 2004-05)

Teddy M. Kapur

Tel: 310.277.6910 | tkapur@pszjlaw.com

Mr. Kapur represents debtors, creditors' committees, trustees, and asset purchasers in chapter 11 corporate bankruptcies, chapter 9 municipal bankruptcies and out-of-court restructurings. He has represented clients in a broad range of industries such as healthcare, retail, real estate, automotive, and technology.

Mr. Kapur has played an integral role in cases that have been awarded the "Mid-Size Company Turnaround of the Year" by the *Turnaround Management Association* and "Reorganization of the Year Award" by *The M&A Advisor*. In 2015, *Los Angeles* magazine recognized Mr. Kapur as a "Super Lawyer," an honor bestowed on only 5% of Southern California attorneys. He was recognized as a "Rising Star" by the same publication in 2014 and 2013. In 2014, the National Asian Pacific American Bar Association recognized Mr. Kapur as one of the "Best Lawyers Under 40." And in 2013, *The M&A Advisor* awarded Mr. Kapur the "40 Under 40 Recognition Award," and *The Recorder* named Mr. Kapur a "Lawyer on the Fast Track," identifying him as among fifty attorneys in California "whose early accomplishments indicate they will be tomorrow's top lawyers and leaders."

Mr. Kapur also possesses a strong business background. He was a vice president in a real estate investment division at American International Group, and an analyst in the investment banking division at Merrill Lynch & Co.

Mr. Kapur serves as a mentor and member of the board of the nonprofit organization Imagine LA, which facilitates a team mentorship program to help families permanently exit homelessness and poverty.

Mr. Kapur earned his J.D. from New York University School of Law, where he was an Articles and Notes Editor for the *NYU School of Law Journal of Legislation and Public Policy*. He earned his Master in Public Administration from Harvard University, and his B.A., *magna cum laude*, from Rice University. Mr. Kapur is admitted to practice in California and Texas (inactive), and is resident of our Los Angeles office.

Representations

Chapter 11 debtors in Select Staffing; American Suzuki Motor Corporation; Ultura (Oceanside); CyberDefender; Gordian Medical (dba American Medical Technologies); Arlie & Company; Victor Valley Community Hospital; Heller Ehrman LLP; Z Gallerie; S&B Surgery Center; New Century Financial

Creditors' committees in Naartjie Custom Kids; Adair County Hospital District; IPC International; Residential Capital; San Diego Hospice & Palliative Care Corporation; SSI Group Holding Corp. (Grandy's and Souper Salad restaurant chains); Pure Beauty Salons & Boutiques; Circuit City; Hawaii Medical Center

Chapter 11 and 7 trustees in Georges Marciano; Renaissance Surgical Arts at Newport; Galleria USA

Professional Affiliations

Co-Chair, National Asian Pacific American Bar Association Bankruptcy, Restructuring and Creditors'/Debtors' Rights Committee

Founding Member and President, Turnaround Underground – Los Angeles (2011-2014)

President, South Asian Bar Association of Southern California (2012-2013)

Member, Turnaround Management Association

Programs and Lectures

National Asian Pacific American Bar Association, Information Management Network, Strafford Publications, California Bankruptcy Forum, Pepperdine University School of Law, North American South Asian Bar Association

Publications

Sections 327 through 331—Recent Developments in the Law of Employment and Compensation of Bankruptcy Professionals
2012 Norton Annual Survey of Bankruptcy Law

Absence of Legislative History Obscures the Plain Meaning of Bankruptcy Code Section 503(b)(1)(A)
Business Law Today, January 2011

Land Use Regulation in Houston Contradicts the City's Free Market Reputation
Environmental Law Reporter, 2004

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10100 Santa Monica Blvd., #1300, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (specify): **APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ORDER APPROVING EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) **March 16, 2016**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached pg.

2. SERVED BY UNITED STATES MAIL:

On **March 16, 2016**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached pg.

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached pg.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

March 16, 2016	Diane H. Hinojosa	/s/ Diane H. Hinojosa
Date	Printed Name	Signature

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

- Ron Bender rb@lnbyb.com
- Gregg M. Ficks gficks@coblenzlaw.com
- John-Patrick M. Fritz JPF@LNBYB.com, JPF@ecf.inforuptcy.com
- Julie M. Glosson julie.m.glosson@usdoj.gov
- Shining J. Hsu shining.hsu@usdoj.gov
- Teddy M. Kapur tkapur@pszjlaw.com, pjeffries@pszjlaw.com
- Maxim B. Litvak mlitvak@pszjlaw.com, pjeffries@pszyjw.com
- Minnie Loo minnie.loo@usdoj.gov
- Office of the U.S. Trustee / SJ USTPRegion17.SJ. ECF@usdoj.gov, ltroras@hotmail.com

2. SERVED BY UNITED STATES MAIL

See attached 2002 list.

Label Matrix for local noticing
0971-5
Case 15-53931
Northern District of California
San Jose
Mon Mar 14 13:31:18 PDT 2016

AMAZON MEDIA GROUP LLC
PO Box 24651
Seattle, WA 98124-0651

10K ADVERTISING, INC
473 1/4 S. FAIRFAX AVE
Los Angeles, CA 90036-3122

1605-25W-0L4 LLC
1605 W Olympic Blvd #1003
Los Angeles, CA 90015-3810

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3689 Collection Ctr. Dr.
Chicago, IL 60693-0036

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Zachary Bulthuis
Huntington Legal Solutions
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Huntington Beach, CA 92647-5998

Business With Pleasure
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Scotts Valley, CA 95066-3575

Buyer's Best Friend
38 Lyon Street
San Francisco, CA 94117-3024

CA Employment Development Dept.
Bankruptcy Group MIC 92E
P.O. Box 826880
Sacramento, CA 94280-0001

CA Franchise Tax Board
Attn: Special Procedures
P.O. Box 2952
Sacramento, CA 95812-2952

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Erin Meisel
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Facebook
Attn: Accounts Receivable
15161 Collections Center Drive
Chicago, IL 60693-0151

Fed Ex TechConnect Inc.
As assignee of federal Express corp
Attn: Revenue Recovery/ Bankruptcy
3965 Airways Blvd Module G 3rd Floor
Memphis, TN 38116-5017

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fdbb IKON Financial Serv./Ricoh USA Prog
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c/o A Ricoh USA Program fdbb IKON
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Menlo Park, CA 94025-1105

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D. Gottlieb & Associates, LLC
15233 Ventura Blvd. 9th Floor
Sherman Oaks, CA 91403-2250

Greyhound Capital Management LLC
Attn: Pogos Saiadian
70 Duke Street
London W1K 6JX United Kingdom W1K 6JX

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1065 Avenue of the Americas
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New York, NY 10018-0697

GrubHub Holdings Inc. d/b/a Seamless
1065 Avenue of the Americas, 15th Floor
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Heinrich-Roller-Str. 16b
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HomeAdvisor
14023 Denver West Parkway
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Homejoy (assignment for the benefit of credi
1100 La Avenida Street
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Hopkins & Carley
PO Box 1469
San Jose, CA 95109-1469

Shining J. Hsu
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